



2019 Annual ARIN BOT Disclosure Form

NAME:

What is the Purpose of this Form?

A. COI:

This document effectuates Article VI, Section 1, d. of the ARIN bylaws, which provides as follows:

Trustee Conflict of Interest. Conflicts of interest may arise from time to time between a Trustee's personal interest and his or her professional obligations to ARIN. The Board of Trustees shall follow the established Conflict of Interest Policy, which shall be made publicly available on the ARIN website. The Board, from time to time, may review and revise the Conflict of Interest Policy.

The Board has amplified this bylaw requirement with the "Trustee Conflict of Interest Statement":

As set forth in Section 12(c) below, a Trustee of ARIN who has a personal interest in a transaction, as defined below, may not participate in any discussion of that transaction by the Trustees of ARIN and may not vote to determine whether to authorize, approve, or ratify that transaction except as specifically described below. For purposes of this Conflict of Interest Statement, a "personal interest" is defined as any act that will provide, directly or indirectly, a financial benefit or a disparate benefit individually to the Trustee, or to a company he or she is employed by, has a significant financial interest in, or represents in any fashion. However, policies under consideration by ARIN are likely to have an impact on the business of every Trustee. It is expected that most policy decisions will have a direct or indirect impact on the Trustee's company, but such a non-individualized interest does not constitute a "personal interest" as used in this Statement. A "transaction" with ARIN for purposes of this Statement is a contract or consultancy in which the Trustee has a direct or indirect financial benefit, or a policy under consideration that will have a disparate and unusual impact on a business with which the Trustee is directly or indirectly associated.

The mere existence of a personal interest by a Trustee of ARIN in a transaction with ARIN shall not invalidate ARIN's ability to enter that transaction so long as the following conditions are met: (i) the material facts of the personal nature of the transaction with ARIN and the Trustee's interest in the transaction with ARIN are fully disclosed to the Board of Trustees of ARIN, either by the Trustee having a direct or indirect personal interest in the transaction with ARIN, or are brought to the attention of the Board by a third party; or (ii) the Board of Trustees of ARIN, by a vote of the disinterested Trustees of ARIN vote to authorize, approve, or ratify a transaction with ARIN; or (iii) the transaction with ARIN in which the direct or indirect personal interest of an ARIN Trustee was disclosed to the Board of Trustees of ARIN and was determined by the Board of Trustees of ARIN entitled to vote on the matter is determined by the Board of Trustees voting to be in ARIN's interests, notwithstanding the personal interest of the non-voting Trustee.

In determining whether a conflict of interest exists, the Board of Trustees of ARIN has the prerogative, upon review of all facts and circumstances, to make its own determination of whether a conflict of interest exists and how it is appropriate to proceed. A Trustee who perceives the possibility of a conflict of

interest for him or herself, or for another Board member, may raise this issue at any point prior to a vote on any issue. Any Trustee who perceives a possible conflict of interest may present justification with respect to whether or not a conflict of interest exists, but the entire Board, with the exception of the Trustee having the potential conflict of interest, shall make the final determination to proceed in such a matter. If the Board of Trustees finds there is a conflict of interest, the Trustee with the conflict may be excluded by the Chair of the Board from that portion of any meeting where a substantive discussion or decision to engage or not in such a transaction is made, except that he or she may provide any information that will assist the Trustees in such a matter before leaving such a meeting.

B. Fiduciary Issues

The form has also historically asked for some information in addition to the required conflict information, regarding personal issues, such as bankruptcies, criminal charges, court judgments, and this year, for the first time tax liens. The court judgments section has been enhanced with a new question (D) designed to disclose if any current litigation is pending against you.

Instructions

The following questions seek information to provide fellow Board members with a factual basis to evaluate any actual or potential conflict of interest. This information must be updated on an annual basis and during years if a change of employment occurs. Each Board member must submit accurate information in response to the questions below. Copies of the completed questionnaire will be shared with fellow Board members at the first meeting following the completion of all questionnaires. The President and CEO will securely maintain a paper copy of the current questionnaire for each Board member at ARIN, and make them available at ARIN to any Board member for their review, but not copying, as needed. The General Counsel is authorized to maintain a separate copy of these materials. Because these materials disclose private data of each Trustee, they will not be published to the ARIN membership or ARIN staff, and will not be disclosed to anyone other than Board members, unless authorized by both the President and CEO, and the General Counsel. If you have any questions or need further information in connection with this questionnaire, contact Stephen Ryan at sryan@mwe.com.

**2019 ARIN Board of Trustees
Conflict of Interest Affidavit
To Be Completed No Later Than _____ 20__**

NAME: _____

ADDRESS: _____

Email: _____

Telephones: Work: _____

Mobile: _____

The following questions seek information for supporting the Conflict of Interest Statement Acknowledgement Form. By disclosing this information, the Board members will be provided with information about each other where there could possibly be a conflict of interest. Please answer each question to the best of your knowledge and ability. If you have any questions or need further information in connection with this questionnaire, contact John Curran at 617-512-8095 or Stephen Ryan at 202-756-8333.

1.(a) Please describe briefly your principal employment(s) or other sources from which you have derived significant income during the preceding three years.

Name of Principal Employer:

Principal Business Location:

Beginning Date of Employment:

Current Title and Position:

Employer's Role (if any) With Regard To Internet Number Resources (including but not limited to end-user, ISP, hosting firm, exchange operator, broker, other)

Name of Second Employer (if any):

Principal Business Location:

Beginning Date of Employment:

Title and Positions:

Second Employer's Role (if any) With Regard To Internet Number Resources (including but not limited to end-user, ISP, hosting firm, exchange operator, broker, other)

1.(b) Please advise whether any of the duties for your current sources of employment or income (other than stock you own in public companies) could potentially provide an actual or theoretical conflict of interest with your likely duties as a Trustee.

2. Describe any relationship you have with other Internet or technology associated entities, including but not limited to other RIRs, the NRO, IETF, ISOC, ICANN, ITU, etc. where you serve as an officer, director, advisor or any similar capacity.

3. Describe any family or business or business relationship you have with any ARIN Board member, employee of ARIN, the NRO, any other RIR, or ICANN, etc. Please provide each person's identity and the nature of the relationship:

4. Please describe any other relationship or fact that you believe should be disclosed to your fellow Board members, so that they can make the necessary evaluation under Article VI, Section 12 of the ARIN bylaws.

5. Do you presently or have you conducted any business activities based on derivative data or similar services as they relate to ARIN's mission and services?

6. As part of annual disclosure conducted at the beginning of each calendar year, the ARIN Board of Trustees are required to disclose all Internet number resources held directly (allocation/assignment directly from ARIN or another RIR), or held indirectly (allocation/ assignment through an upstream provider other than ARIN or another RIR), in writing to all other Trustees. This section seeks to itemize direct and indirect Internet number resources with which you are associated as shown in the ARIN WHOIS. Please review and modify the itemized list, as well as completely answer the questions to ensure thorough disclosure:

(a) ARIN Number Resources Held Directly by _____:

(b) Are there other legacy resources, not addressed in the prior description that you hold or control in any way?

- (c) Are there any other organizations, Board memberships, advisories of technical councils with which you are affiliated, etc., that hold any Internet number resources that are identified as being either a direct allocation or assignment from ARIN, or as a legacy Internet number resource?

7. State whether any of the following events has occurred:

- (a) During the previous five (5) years, has a petition under the bankruptcy laws or insolvency law been filed:

- (i) By or against you, or for any business or property you own or control?

_____ YES _____ NO

- (ii) By or against a receiver, fiscal agent or other similar officer appointed by a court for the business or property of yourself?

_____ YES _____ NO

- (iii) By any partnership in which you were a general partner at or within two years before such event?

_____ YES _____ NO

- (iv) Or by any corporation or business association of which you were an employee, or officer at or within two years before such event?

_____ YES _____ NO

If yes, please describe:

- (b) (i) During the previous ten (10) years, were you convicted of any criminal charge?

Explanatory note: (You may exclude traffic violations – such as speeding, or running a light, etc., but you must report traffic convictions related to alcohol or related allegations such as reckless driving):

_____ YES _____ NO

If yes, please describe:

(ii) Are you the subject of any pending criminal misdemeanor or felony proceeding?

_____ YES _____ NO

If yes, please describe:

(c) (i) Have you been or are you currently the subject of any court order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining you or otherwise suspending or limiting you with respect to engaging in any type of business practice?

_____ YES _____ NO

If yes, please describe or attach:

(ii) Are you currently subject to a tax lien filed by any government entity for unpaid taxes?

_____ YES _____ NO

If yes, please describe:

- (d) As of December 1, 2018, are you a currently named defendant in any criminal or civil legal or administrative law proceeding?

_____ YES _____ NO

If yes, please specify on a separate sheet marked “Confidential-Attorney Client Communication.” ARIN’s General Counsel and President will review initially before this is provided to other Trustees.

Explanatory Note: You may exclude any matter filed against your company unless you are specifically named in the Complaint for the conduct as a party. For example, a sexual harassment suit against your company that specifically addresses the Trustee’s conduct would need to be disclosed. You may exclude any uncontested proceeding such as estate issues or marital issues such as divorce.

Signature: _____

Printed Name:

Date: _____

ATTACHMENT A

